

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	
	:	Case No. 05-44481
DELPHI CORPORATION, et al.	:	<i>Chapter 11</i> , Jointly Administered
	:	Schedule No. <b>1608536</b>
	:	Claim No. <b>292</b> and <b>2049</b>
	:	\$4,019,539.03
	:	
	:	
Debtors	:	
-----X	:	

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**NOTICE TO TRANSFER OF CLAIM PURSUANT TO FRBP 3001(e)(2)**

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To: ("**Transferor**")                      Engelhard Corporation  
    101 Wood Ave  
    Iselin, NJ 08830

Please take notice that the transfer of 100% of your general unsecured and reclamation Claim(s) (as defined in **Exhibit A** and **B** hereto), in the amount of \$4,019,539.03 in the bankruptcy case referenced above, together with all applicable interest, fees and expenses thereto, has been transferred (unless previously expunged by court order) to:

From: ("**Transferee**")                      APS Clearing, Inc.  
    Attn: Matthew Hamilton  
    1301 Capital of Texas Hwy,  
    Suite No. B-220  
    Austin, Texas 78746

Evidence that Transferor has assigned all of its right, title and interest in the Claim(s) to Transferee is attached hereto as **Exhibit B**.

No action is required if you do not object to the transfer of your claim. HOWEVER, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION WITH:

United States Bankruptcy Court  
Southern District of New York  
Attn: Special Deputy Clerk  
One Bowling Green  
New York, NY 10004-1408

If you file an objection a hearing will be scheduled. If you do not file an objection, or it is not timely filed, the transferee will be substituted on the Court's records as the Claimant. SEND A COPY OF YOUR OBJECTION TO THE TRANSFEEE.

**EXHIBIT A**

**PROOF OF CLAIM**

<b>United States Bankruptcy Court</b>		<b>District Of</b>	<b>PROOF OF CLAIM</b>	
Name of Debtor <b>Delphi Automotive Systems, LLC</b>		Case Number <b>05-44640 (RDD)</b>		This Space For Court Use Only
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.				
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>Engelhard Corporation</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Name and Address where notices should be sent: <b>Mr. Robert Housman- Director of Credit Engelhard Corporation 101 Wood Ave Iselin, NJ 08830</b>		Telephone Number: <b>Ph-732-205-5235</b>		This Space For Court Use Only
Account or other number by which creditor identifies debtor:		Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated: _____		
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SSN: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)				
2. Date debt was incurred: <b>See attached</b>		3. If court judgment, date obtained: _____		
<b>4. Total Amount of Claim at Time Case Filed:</b> \$2,824,354.56    \$322,619.40    \$1,195,184.47    \$4,342,158.43 (Unsecured Nonpriority)    (Secured)    (Unsecured Priority)    (Total) * If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.				
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.				
<b>5. Secured Claim.</b> <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other, <u>Right of Setoff</u> Value of Collateral <u>\$322,619.40</u> Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		<b>7. Unsecured Priority Claim.</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority <u>\$1,195,184.47</u> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$1,800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) <u>(1)(B)</u> * Amounts are subject to adjustment on 4/1/02 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
<b>6. Unsecured Nonpriority Claim \$2,824,354.56</b> <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.				
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		This Space For Court Use Only  10:46 COURT		
Date: <u>2/14/06</u> Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <div style="text-align: right;">Robert Housman Director Of Credit</div>				

**THIS CLAIM IS IDENTICAL TO A CLAIM FILED BY ENGELHARD CORPORATION ON NOVEMBER 2, 2005 (ASSIGNED CLAIM NO. 292) AGAINST DEBTOR DELPHI CORPORATION (DELPHI ENERGY AND CHASSIS DIVISION) IN CASE NO. 05-44481 (RDD). THE DEBTORS HAVE INDICATED IN THEIR SCHEDULES THAT THE ENERGY AND CHASSIS DIVISION IS ACTUALLY A PART OF DEBTOR DELPHI AUTOMOTIVE SYSTEMS, LLC. ACCORDINGLY, THIS CLAIM IS ASSERTED AGAINST THAT DEBTOR UNDER CASE NO. 05-44640 (RDD) TO PROTECT ENGELHARD'S RIGHTS.**

Case Number - 05-44481 (RDD)  
ENGELHARD CORPORATION  
Delphi Corporation - Bankruptcy  
(Delphi Automotive Systems, LLC)

Invoice Number	Invoice Date	Shipment Date	Invoice Amount	Purchase Order Numbers *
1600204	7/29/05	7/29/05	\$8,135.66	550014406
1600287	8/2/05	8/2/05	8,095.96	550014406
1600419	8/9/05	8/9/05	8,146.39	550014406
1600636	8/19/05	8/19/05	8,158.20	550014406
1600695	8/23/05	8/23/05	7,826.98	550014406
50091343	8/30/05	8/30/05	194,911.53	550014923 550014926 550014927 550014939 550054794 550060017
50092038	8/31/05	8/31/05	107,821.12	550014924 550014934 550014936 550037956 550054794 550060017
50092530	9/2/05	9/1/05	440,657.87	550014923 550014934 550014937 550037956 550054794 550055306 550057599 550060017
50093027	9/7/05	9/6/05	259,700.46	550014923 550014926 550014934 550037956 550054794 550055306 550060017
50093031	9/7/05	9/7/05	199,744.41	550014923 550014924 550014927 550014934 550014943 550037956 550054794 550055306 550060017
50093579	9/9/05	9/8/05	183,359.63	550014923 550014934 550014938 550014943 550037956 550054794 550055306
50093582	9/9/05	9/9/05	130,687.50	550014923 550014934 550014937 550014939 550054794 550071933
50094203	9/13/05	9/12/05	245,445.48	550014923 550014927 550014934 550014936 550037956 550054794 550071933
50094797	9/15/05	9/14/05	151,832.77	550014923 550014924 550014934 550014936 550037956 550054794 550071933
50095099	9/16/05	9/15/05	216,409.54	550014923 550014926 550014930 550037956 550054794 550071933
50095103	9/16/05	9/16/05	166,618.40	550014923 550014934 550014938 550014943 550037956 550054794 550055306
50095468	9/19/05	9/19/05	135,652.32	550014923 550014934 550014937 550014939 550054794 550071933
50096035	9/21/05	9/20/05	157,597.76	550014923 550014934 550014936 550014939 550037956 550054794 550071933
50096036	9/21/05	9/21/05	84,184.80	550014923 550014934 550014937 550014939 550037956 550054794 550071933
50096267	9/22/05	9/22/05	256,659.32	550014923 550014926 550014927 550014930 550037956 550054794 550071933
50096516	9/23/05	9/23/05	175,327.86	550014923 550014934 550037956 550054794 550060017
50097777	9/29/05	9/29/05	203,286.14	550014923 550014924 550014926 550014927 550014934 550037956 550054794 550071933
50098469	9/30/05	9/30/05	310,401.84	550060017
50099078	10/4/05	10/3/05	119,840.88	550014923 550014934 550037956 550054794 550060017
50099087	10/4/05	10/4/05	135,463.03	550014923 550014934 550054794 550060017
50099414	10/5/05	10/5/05	132,033.12	550014923 550014924 550014934 550054794
50099665	10/6/05	10/6/05	157,116.10	550014923 550014926 550014927 550014939 550037956 550054794 550060017
50100125	10/10/05	10/7/05	137,043.36	550014923 550014927 550054794
Total			\$4,342,158.43	

Total Amount of Claim at Time Case Filed

Secured by right of Setoff	\$322,619.40
Administrative Claim (Reclamation)	1,195,184.47
Unsecured Nonpriority	2,824,354.56
Total open/unpaid invoices	\$4,342,158.43

\* Invoices may have several part numbers or line numbers. Each part number has a separate PO Number. The same part number may appear more than once on an invoice.

United States Bankruptcy Court		District Of	PROOF OF CLAIM	
Name of Debtor: <b>Delphi Corporation</b> (Delphi Energy & Chassis Systems Division)		Case Number: <b>05-44481(RDD)</b>		This Space For Court Use Only
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.				
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>Engelhard Corporation</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Name and Address where notices should be sent: <b>Mr. Robert Housman- Director of Credit Engelhard Corporation 101 Wood Ave Iselin, NJ 08830</b>		Telephone Number:		This Space For Court Use Only
Account or other number by which creditor identifies debtor:		Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated:		
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SSN: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)				
2. Date debt was incurred: <b>See attached</b>		3. If court judgment, date obtained:		
<b>4. Total Amount of Claim at Time Case Filed:</b> <b>\$2,824,354.56</b> (Unsecured Nonpriority) <b>\$322,619.40</b> (Secured) <b>\$1195,184.47</b> (Unsecured Priority) <b>\$4,342,158.43</b> (Total) * If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.				
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.				
<b>5. Secured Claim.</b> <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>Right of Setoff</u> Value of Collateral: <b>\$322,619.40</b> Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		<b>7. Unsecured Priority Claim.</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority <b>\$1,195,184.47</b> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$4,800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a): <u>1</u> * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
<b>6. Unsecured Nonpriority Claim</b> <b>\$2,824,354.56</b> <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.		U.S. BANKRUPTCY COURT DISTRICT OF N.Y. FILED APR 20 2006 CLERK		
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>10. Date Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		Date: <b>11/01/05</b> Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <b>Robert Housman</b> Director of Credit		

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 1571

**ENGELHARD**

**INVOICE**

Sold To: DELPHI ENERGY & CHASSIS SYSTEMS  
116148 PO BOX 435037  
C/O NAO DISBURSEMENTS  
CHAPTER 11  
PONTIAC MI 48343  
USA

Invoice - **50094797** RI

Page Number - 1  
Invoice Date - 09/15/05  
Bn/Pl - 000192  
Order Ref - 40055309 SQ

Ship To: DELPHI ENERGY & CHASSIS SYSTEMS  
104276 7929 S HOWELL AVE  
RECEIVING DOCK 201  
OAK CREEK WI 53154  
USA

Please remit payment to: ENGELHARD CHICAGO LOCK BOX  
22489 NETWORK PL  
CHICAGO IL 60673-1224

Customer P.O. See Description Special Shipping Instructions: SCHREIBER  
Freight Handling FOB - Origin Point

Line No.	Description	Item Number	Ship Date	Qty Shipped	Unit Price	Extended Price
1.000	3.86X3.66X4.50 (350) 47.30V PO#550014936 TFG150	114637182 Lot/Serial Number: 53350		658.000 Original Order #:	15.5800 EA	10,239.82
2.000	5.66X5.66X6.0 (350) 150.961V PO#550014924 TJE223	114632101 Lot/Serial Number: 50905		216.000 Original Order #:	37.0300 EA	8,008.28
3.000	3.74X5.79X2.0 (400) 34.20V PO#550037956 GHE118	124037201 Lot/Serial Number: 53713		526.000 Original Order #:	10.0300 EA	5,275.80
4.000	5.66X5.66X6.0 (350) 150.961V PO#550014923 KUE191	124039101 Lot/Serial Number: 54274		1725.000 Original Order #:	37.0200 EA	64,970.56
5.000	3.0X3.0X3.5 (350) 24.740V PO#550014934 FQE109	124040101 Lot/Serial Number: 54081		1200.000 Original Order #:	8.0000 EA	9,600.00
7.000	3.74X5.79X5.0 (400) 35.30V PO#550057500 LGEN5	124292102 Lot/Serial Number: 50302		480.000 Original Order #:	26.0000 EA	12,480.00
15.000	3.74X5.79X5.0 (500) 58.40V PO#550071933 LHE05	124296192 Lot/Serial Number: 53437		293.000 Original Order #:	19.9100 EA	5,833.63
8.000	3.74X5.79X4.0 (400) 58.20V PO#550060017 WHE54	124367101 Lot/Serial Number: 51735		550.000 Original Order #:	23.0000 EA	12,650.00

**ENGELHARD**

**INVOICE**

Sold To: DELPHI ENERGY & CHASSIS SYSTEMS  
116148 PO BOX 435037  
C/O NAO DISBURSEMENTS  
CHAPTER 11  
PONTIAC MI 48343  
USA

Invoice - **50094797** RI  
Page Number - 2  
Invoice Date - 09/15/05  
Brn/Pt - 006192  
Order No - 40055302 50

Ship To: DELPHI ENERGY & CHASSIS SYSTEMS  
104276 7929 S HOWELL AVE  
RECEIVING DOCK B01  
OAK CREEK WI 53154  
USA

Please remit payment to: ENGELHARD CHICAGO LOCK BOX  
22453 NETWORK BL  
CHICAGO IL 60673-1224

Customer P.O. See Description  
Freight Handling FOB - Origin Point

Special Shipping Instructions SCHNEIDER

Line No.	Description	Item Number	Ship Date	Qty Shipped	Unit Price	Extended Price
11000	3.15X1.92X1.0 (600) 4230Y PO2550054794 TXE72	154168201 Lot/Serial Number: 52840	1512000	14,9400 EA	21,228.48	
			Original Order #:			

Terms Net 60 Days

Net Due Date 11/14/05

Tax Rate 0 %

Sales Tax

Total Order **151,832.77**

CSR: JAY BRASHER  
Phone: (800) 523-3599  
Fax: (256) 464-6344



Seal # 20162

**ENGELHARD**

ENGELHARD CORPORATION  
 ENVIRONMENTAL TECHNOLOGIES GROUP  
 3800 KELLNER ROAD  
 HUNTSVILLE, ALABAMA 35894

BL-No. AES 18326

ORIGINAL (NOT NEGOTIABLE)

Straight Bill of Lading  
 (Short Form)

Name of Carrier: Schneider	Carrier Number: A 76638	From Dept #: 006192
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RECEIVED, subject to the "COMMON CARRIER RATE AGREEMENT" OR THE CONTRACT between the shipper and Carrier in effect on the date of shipment, the property described below, in good order, except as noted (contents and condition of contents of packages unknown), marked, consigned and delivered as shown below. This Bill of Lading is not subject to any tariffs or classifications whether individually determined or filed with any Federal or state regulatory agency, except as specifically agreed to in writing by this shipper and the carrier.

Date: 09/14/2005

The property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked, consigned, and delivered as indicated below, which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its next place of delivery at said destination, if not otherwise ordered to another place of delivery, and to deliver at such destination, in its original condition, in its original container, or in its original container or in any other container or in any other mode of transportation, and as to each party at any time indicated to all of any of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading and Form (1) in Uniform Freight Classification is added on the date hereof, if this is a bill of lading for water shipment or, if it is the applicable contract for land shipment, as well as for a water carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, including those on the back thereof, set forth in the classifications or tariff which govern transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

Consigned To:	Delphi Energy & Engine		
Destination:	Oak Creek	Delivery Address:	7929 South Howell Avenue Recvg Dock Bldg 2
State:	WI, 53154	Country:	USA
Contact Name:	Contact Phone Number:		

No. Packages	H.M.	Kind of Package, Description of Articles, Special Marking, and Instructions	Weight (Gross or Net)	Class or Rate	Check Collect	Subject to Section 7 of Classification of applicable bill of lading if this shipment is to be the responsibility of the carrier, the carrier shall sign the following statement: The carrier shall not make delivery of the shipment without payment of freight and all other bills due.
18		Pallets Earthenware (Non-Hazardous)	13320			ENGELHARD CORPORATION
Special Instructions:						[Signature of Consignor] If charges are to be prepaid on this bill, stamp here: "To be Prepaid" <b>Collect</b> Attached to apply to payment of the charges on the property described herein. Agent of Carrier
IN CASE OF EMERGENCY CALL CHEMTREC 1-800-424-9300						Part 1 (The shipper has acknowledged only the interest prepaid) Consignee Address Shipper's interest in goods of cargo, not a part of Bill of Lading approved by the Interstate Commerce Commission
This is certify that the above-named materials are properly classified, described, packaged, marked and labeled and are in proper condition for transportation according to the applicable regulations of the Department of Transportation per						
Customer Order No. 5500-14936, 24, 23, 34, 37956, 57599, 71933, 60017, 54794			Engelhard CSS Order No. 40055309			

Shipper Per

*[Signature]*

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

TO: United States Bankruptcy Court for the  
Southern District of NY ("Bankruptcy Court")  
Attn: Clerk of the Court

AND TO: Delphi Corporation ("Debtor")  
Case No. 05-4448 1 (RDD)

Claim #: 2049, 292

Schedule #: 1608536

Engelhard Corporation, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

APS Clearing, Inc.  
1301 Capital of Texas Hwy, Ste B-220  
Austin, TX 78746  
Attn: Matthew Hamilton  
Tel: (512) 314-4416  
Fax: (512) 314 - 4327

its successors and assigns ("Buyer"), all rights, title and interest in and to the unsecured portion of the claim of Seller, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$4,019,539.03 ("Claim") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representatives as of February 7, 2006.

**ASSIGNOR:**

ENGELHARD CORPORATION

By: 

Name: Michael A. Sperduto  
Title: Vice President and Chief  
Financial Officer

By: 

Name: Mac C.P. Mak  
Title: Treasurer

**ASSIGNEE:**

APS CLEARING, INC.

By: 

Name: Matthew Hamilton  
Title: Managing Director